

DECLARATION OF M. DUNCAN GRANT

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

CONNECTICUT BANK OF
COMMERCE,

Plaintiff,

v.

THE REPUBLIC OF CONGO,

Defendant;

CMS NOMEKO CONGO INC.,

Garnishee.

Civil Action No. 05-762 SLR

**DECLARATION OF M. DUNCAN GRANT
IN SUPPORT OF CMS NOMEKO'S FEE PETITION**

M. DUNCAN GRANT declares the following:

1. I am a partner with Pepper Hamilton LLP, and my firm has worked with Vinson & Elkins L.L.P. and Thompson & Knight LLP in representing garnishee CMS Nomeco Congo, Inc. ("CMS Nomeco") in this action. We have also worked with Vinson & Elkins L.L.P. and Thompson & Knight LLP in representing CMS Nomeco in two additional lawsuits, (a) *Walker International Holdings Limited v. Republic of the Congo*, Civil Action No. 05-MC-00156 (D. Del.), and (b) *Af-Cap, Inc. and Walker International Holdings Limited v. Republic of the Congo*, Civil Action No. 1488-N (Del. Ch. Ct.).

2. Throughout the course of this action, my firm participated as a full "team member" in the representation of CMS Nomeco. Thus, although it is true that we were local counsel, we provided far more substantial services than local counsel often do. We were directly involved in strategy decisions, in briefing, and in all of the other matters that were presented during the course of this action. For those reasons, our time and expense charges were greater

than they would have been if we had provided only filing services and minimal advisory services.

3. I submit this Declaration in support of CMS Nomeco's motion for reimbursement of attorneys' fees and costs that CMS Nomeco incurred in this action. The Declaration and its two attachments set forth the fees and costs incurred by my law firm in defending CMS Nomeco in this action. The statements in the Declaration are based upon my personal knowledge and upon my firm's billing records, which were prepared in the ordinary course of the firm's business.

4. I received my A.B. degree from Princeton University in 1972 and my J.D. degree from the University of Pennsylvania Law School in 1975. I served as law clerk to Judge Arlin M. Adams of the United States Court of Appeals for the Third Circuit from August 1975 through August 1976. I joined Pepper Hamilton LLP, which was then named Pepper, Hamilton & Scheetz, in August 1976, and I became a partner in the firm in September 1983. I was admitted to the Pennsylvania Bar in October 1975 and to the Delaware Bar in December 1991, and I have been a member of the Bar of this Court since January 1992. I am also a member of the Bars of the Supreme Court of the United States; the United States Courts of Appeals for the Third, Tenth, Eleventh, and Federal Circuits; and the United States District Courts for the Eastern District of Pennsylvania and the Northern District of New York. My practice has always focused on commercial and corporate litigation matters, and I have significant experience in those areas of law, including the trial of something over 25 cases and numerous appellate arguments. Since becoming a member of the Delaware Bar in 1991, the most substantial portion of my practice has been before this Court, the Delaware Court of Chancery, and the Delaware Superior Court.

5. James C. Carignan, an associate in our firm, has also provided services to CMS Nomeco in this action. He received his B.A. degree from the University of Central Florida in 1999 and his J.D. degree from Villanova University School of Law in 2002. Mr. Carignan was admitted to the Delaware Bar in December 2002 and to the Bar of this Court in January 2003. In 2002 and 2003, he was an associate with Morris Nichols Arsht & Tunnell in Wilmington, and he joined our firm in January 2004. Since joining our firm, Mr. Carignan has worked in our corporate restructuring and bankruptcy practice group.

6. Acting through our Finance Committee, my law firm sets standard hourly rates for each lawyer and paralegal in the firm, and such rates are normally adjusted as of January 1 each year. The standard hourly rates are set after a thorough review by the Finance Committee of the appropriate standard hourly rate that should be set each year for each lawyer and paralegal in the firm. Following its annual review of relevant information, the Finance Committee set the following standard hourly rates for Mr. Carignan and me for 2005, 2006, and 2007, and the firm charged CMS Nomeco (and other clients of the firm) for our time at our standard hourly rates in each of those years:

- James C. Carignan, \$230 in 2005, \$270 in 2006, and \$305 in 2007.
- M. Duncan Grant, \$455 in 2005, \$490 in 2006, and \$520 in 2007.

7. The Excel spread sheet attached to this Declaration as Exhibit A sets forth the time entries that my firm has billed to CMS Nomeco (or, in the case of time entries dated on or after March 1, 2007, has not yet billed, but will bill, to CMS Nomeco) and for which CMS Nomeco seeks reimbursement through its motion. Exhibit A contains only those time entries that include time spent on this action. We have removed time entries in which all of the time

relates to the *Walker* action pending in this Court, to the Court of Chancery action, or to other legal services that we performed for CMS Nomeco that did not relate to this action.

8. For each time entry in Exhibit A, we have set forth the amount of time that we spent and for which we billed CMS Nomeco and, separately, the amount of time for which CMS Nomeco now seeks reimbursement from Af-Cap through the fee motion. The latter figure is sometimes smaller than the former, specifically when a given time entry included both time spent on this action and time spent on either the *Walker* action or the Court of Chancery action. One example is my time entry for January 18, 2007, which shows that we billed CMS Nomeco 8.00 hours for my time that day, but for which CMS Nomeco is seeking reimbursement for only 4.00 hours, because my services were divided that day between this action and the Court of Chancery action.

9. Where appropriate in order to protect attorney-client privilege, we have redacted portions of time entries and have noted, in Exhibit A, each location where we have done so.

10. As shown in Exhibit A, CMS Nomeco seeks reimbursement in the amount of \$66,156.25 in fees. My firm's total fee charges to CMS Nomeco through yesterday (including time that has been incurred by not yet billed) total \$135,764.50. The difference of \$69,608.25 is due to two factors, (a) the reduction in the time included in time entries that are set forth in Exhibit A (see paragraph 7 above), and (b) the exclusion from Exhibit A of time entries that related solely to the *Walker* action, the Court of Chancery action, or to other legal services that we performed for CMS Nomeco that did not relate to this action.

11. The cost charges that were incurred by my firm in this action on behalf of CMS Nomeco and billed to CMS Nomeco, and for which CMS Nomeco seeks reimbursement

through its motion, are set forth in Exhibit B to this Declaration. As shown in Exhibit B, CMS Nomeco seeks reimbursement of \$4,427.58 in costs. In order to be conservative, we have omitted certain cost items (such as duplicating charges) from Exhibit B. With respect to WestLaw research, we have determined the amount of the charges for searches conducted by Mr. Carignan (thus omitting charges for WestLaw searches conducted on behalf of CMS Nomeco by other lawyers in my firm). I believe that at least 80% of Mr. Carignan's WestLaw time was spent on this case, as opposed to the Walker case and the Court of Chancery case. Once again to be conservative, however, CMS Nomeco is seeking reimbursement of only 75% of the Carignan-generated WestLaw charges, and that is reflected in Exhibit B.

12. With the exception of about \$14,000 still owing on recent invoices (including two invoices on which payment is not yet due) and of time that has not yet been billed, and with the further exception of wire transfer fees totaling less than \$150 that were deducted from CMS Nomeco's payments to my firm, CMS Nomeco has paid all of my firm's invoices in full.

Pursuant to 28 U.S.C. § 1746(2), I declare under penalty of perjury that the foregoing is true and correct. Executed on March 23, 2007.



M. DUNCAN GRANT

EXHIBIT A

Date	Attorney	Hours Billed to Client	Amount Billed to Client	Hours Sought in Fee Petition	Amount Sought in Fee Petition	Description of Services
10/14/2005	M. Duncan Grant	0.25	\$113.75	0.25	\$113.75	Review paperwork showing that writ of execution has been served on CMS Noremco in Connecticut Bank of Commerce case pending in Delaware Superior Court; email exchange with G. Lipe regarding removal of case to federal court.
10/21/2005	M. Duncan Grant	2.75	\$1,251.25	2.75	\$1,251.25	In Connecticut Bank of Commerce case, review and edit G. Lipe drafts of notice of removal and answer to writ of garnishment, and send revised versions to J. Powers at Vinson & Elkins for comment; direct J. Carignan to insert case law citations into notice of removal.
10/24/2005	James C. Carignan	0.90	\$207.00	0.90	\$207.00	Edits to Notice of Removal.
10/24/2005	M. Duncan Grant	0.75	\$341.25	0.75	\$341.25	Review J. Powers' proposed changes to notice of removal of Connecticut Bank case; review J. Carignan case citations that we have added to notice of removal; email exchange with J. Powers regarding same.
10/28/2005	M. Duncan Grant	0.25	\$113.75	0.25	\$113.75	Prepare notification of removal of Connecticut Bank of Commerce case, to be filed in state court when we remove the case to federal court.
10/31/2005	M. Duncan Grant	0.75	\$341.25	0.75	\$341.25	Finalize notification of removal, to be filed in state court in Connecticut Bank case, including discussions about its text with G. Lipe and J. Powers; review Thompson & Knight's proposed revisions to answer to writ of garnishment and notice of removal in Connecticut Bank case, and discuss same with G. Lipe.
11/1/2005	M. Duncan Grant	1.00	\$455.00	1.00	\$455.00	Review revised versions of notice of removal and answer to writ of garnishment (Connecticut Bank case); insert revisions and assemble pertinent exhibits; multiple emails with G. Lipe relating to same.
11/2/2005	M. Duncan Grant	0.50	\$227.50	0.50	\$227.50	Finalize answer to writ of garnishment for filing with federal court in Connecticut Bank case.
11/14/2005	M. Duncan Grant	0.50	\$227.50	0.50	\$227.50	Review Af-Cap's motion to remand Connecticut Bank case to state court, and send comments to

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						G. Lipe.
11/17/2005	James C. Carignan	2.50	\$575.00	2.50	\$575.00	Research "unanimity rule" issue for remand motion.
11/18/2005	James C. Carignan	1.50	\$345.00	1.50	\$345.00	Review exceptions to garnishment answer and confer with D. Grant and co-counsel.
11/18/2005	M. Duncan Grant	1.75	\$796.25	1.75	\$796.25	Review Af-Cap's objections to CMS Nomeco's answer to writ of garnishment in Connecticut Bank case; telephone conference with G. Lipe to discuss same; review case law cited by Af-Cap relating to requirement that answer to writ of garnishment be verified, and send email to G. Lipe analyzing same.
11/20/2005	James C. Carignan	7.00	\$1,610.00	7.00	\$1,610.00	Draft brief in reply to motion to remand.
11/20/2005	M. Duncan Grant	0.50	\$227.50	0.50	\$227.50	Initial drafting of motion to amend answer to writ of garnishment in Connecticut Bank case by adding verification.
11/21/2005	James C. Carignan	2.30	\$529.00	2.30	\$529.00	Edits to brief in opposition to motion to remand.
11/21/2005	M. Duncan Grant	5.00	\$2,275.00	5.00	\$2,275.00	Finalize motion to amend answer to writ of garnishment in Connecticut Bank case by adding verification on behalf of CMS Nomeco; send same to G. Lipe for comment, and discuss same with him; edit J. Carignan draft of portions of brief in opposition to Af-Cap's motion to remand in Connecticut Bank case; draft additional portions of brief; review and comment on G. Lipe draft of his portion of brief; discuss strategy with G. Lipe.
11/22/2005	M. Duncan Grant	3.25	\$1,478.75	3.25	\$1,478.75	Further work on brief in opposition to Af-Cap motion to remand Connecticut Bank case to state court, including review of case law, editing, and drafting insert for inclusion in portion of brief relating to Af-Cap's request for attorneys' fees; multiple emails with G. Lipe relating to content of brief and strategy issues.
11/23/2005	M. Duncan Grant	1.25	\$568.75	1.25	\$568.75	Final edits to brief in opposition to Af-Cap

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						motion to remand and to motion to amend answer to writ of garnishment by adding verification, both in Connecticut Bank case; telephone conference with P. Brown to request that Af-Cap consent to our motion to amend answer to writ of garnishment (denied by Af-Cap); finalize papers for filing with court.
11/30/2005	James C. Cargnan	0.20	\$46.00	0.20	\$46.00	Receipt of summary judgment motion and forward to co-counsel.
12/3/2005	James C. Cargnan	0.50	\$115.00	0.50	\$115.00	Receipt and review of reply brief regarding remand motion and forward to co-counsel.
12/5/2005	M. Duncan Grant	0.50	\$227.50	0.50	\$227.50	Initial review of Af-Cap's reply brief in support of its motion to remand the Connecticut Bank case to state court; telephone conference with G. Lipe to discuss same.
12/7/2005	M. Duncan Grant	0.75	\$341.25	0.75	\$341.25	Review and comment on G. Lipe draft of surreply brief in opposition to Af-Cap motion to remand (Connecticut Bank case); draft motion for leave to file surreply brief and transmit to G. Lipe for his comments.
12/8/2005	M. Duncan Grant	0.50	\$227.50	0.50	\$227.50	Review and insert E. Hodges' changes to draft motion for leave to file surreply brief in opposition to Af-Cap's motion to remand Connecticut Bank case to state court.
12/9/2005	James C. Cargnan	0.40	\$92.00	0.40	\$92.00	Retrieve and forward responsive brief to co-counsel, receipt and review of multiple e-mails regarding attorneys' fees and surreply.
12/9/2005	M. Duncan Grant	1.50	\$682.50	1.50	\$682.50	Review Supreme Court's decision in Martin v. Franklin Capital Corp. (relating to statutory shifting attorneys' fees following remand of removed case to state court); discuss same with G. Lipe; draft supplemental filing to advise court of the Martin decision, and send same to G. Lipe for comments; review E. Hodges' further comments on draft.
12/12/2005	M. Duncan Grant	3.25	\$1,478.75	3.25	\$1,478.75	Draft reply in support of motion to amend answer to writ of garnishment by adding

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						verification; finalize statement for filing with court to advise of Supreme Court's decision in Martin v. Franklin Capital, relating to standard for awarding attorneys' fees if a removed case is remanded; finalize surreply brief in opposition to Af-Cap motion to remand to state court, and contact opposing counsel to determine whether Af-Cap will oppose filing of surreply (all in Connecticut Bank case)
12/13/2005	James C. Carignan	1.70	\$391.00	1.70	\$391.00	Edits and additions to reply brief regarding motion to add verification.
12/13/2005	M. Duncan Grant	4.00	\$1,820.00	4.00	\$1,820.00	Review and edit G. Lipe draft of brief in opposition to Af-Cap motion for summary judgment and in support of CMS Nomeco motion for summary judgment; review exhibits to M. Bernard declaration; review and analyze case law cited by Af-Cap in its brief in opposition to CMS Nomeco motion to amend answer by adding verification; review J. Carignan legal research to be used in reply in support of motion to amend answer by adding verification; further drafting of same; finalize motion for leave to file surreply brief in opposition to Af-Cap motion to remand Connecticut Bank case to state court.
12/14/2005	James C. Carignan	1.10	\$253.00	1.10	\$253.00	Additional research and edits to reply brief.
12/14/2005	James C. Carignan	0.80	\$184.00	0.80	\$184.00	Edits to summary judgment opposition brief.
12/14/2005	M. Duncan Grant	5.25	\$2,388.75	5.25	\$2,388.75	Finalize brief in opposition to Af-Cap's motion for summary judgment and in support of CMS Nomeco's motion for summary judgment, including multiple emails with G. Lipe and E. Hodges, review of exhibits to brief, and revisions to text, and arrange for filing; finalize motion for leave to file surreply in opposition to Af-Cap's motion to remand Connecticut Bank case to state court, and arrange for filing; finalize reply brief in support of motion to amend answer to writ of garnishment by adding verification, including review of new cases identified by J. Carignan for inclusion in

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						same.
12/15/2005	M. Duncan Grant	0.50	\$227.50	0.50	\$227.50	Telephone conference with G. Lipe to plan next steps in Connecticut Bank case; finalize reply in support of motion to add verification to answer to writ of garnishment; for e-filing with court.
12/22/2005	M. Duncan Grant	0.75	\$341.25	0.75	\$341.25	Review two Af-Cap briefs in Connecticut Bank case; reply in support of its motion for summary judgment and opposition to our motion for leave to file surreply brief in opposition to Af-Cap's motion to remand; discuss briefing sequence with G. Lipe.
12/27/2005	M. Duncan Grant	0.50	\$227.50	0.50	\$227.50	Review and comment on G. Lipe draft of reply in support of motion for leave to file surreply brief in opposition to Af-Cap's motion to remand Connecticut Bank case to state court.
12/28/2005	M. Duncan Grant	0.75	\$341.25	0.75	\$341.25	Review E. Hodges revisions to G. Lipe's draft of reply in support of motion for leave to file surreply brief in opposition to Af-Cap's motion to remand Connecticut Bank case to state court, and finalize reply for filing with the court.
1/5/2006	M. Duncan Grant	3.00	\$1,470.00	3.00	\$1,470.00	Review Af-Cap answering brief in opposition to CMS Nomeco's cross-motion for summary judgment; review and comment on G. Lipe draft of reply brief in support of cross-motion for summary judgment; finalize same for filing with court; telephone conference with G. Lipe to discuss strategy going forward now that all pending motions have been fully briefed.
1/6/2006	James C. Carignan	0.20	\$54.00	0.20	\$54.00	Receipt and review of reply brief.
2/2/2006	James C. Carignan	0.30	\$81.00	0.30	\$81.00	Confer with D. Grant re DE lawsuit status.
7/20/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Initial review and analysis of court's opinion denying Af-Cap's motion to remand Connecticut Bank case to state court.
7/24/2006	M. Duncan Grant	1.00	\$490.00	1.00	\$490.00	Telephone conference with G. Lipe regarding strategy going forward in Delaware following court's denial of Af-Cap motion to remand and

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						denial of both parties' motions for summary judgment; initial review of 5th Circuit decision in CMS Nomeco's favor in the FG litigation.
7/25/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Draft notice of filing of declaration of Maryse Bernard to verify answer to writ of garnishment, and send to G. Lipe for comment.
7/26/2006	M. Duncan Grant	0.50	\$245.00	0.50	\$245.00	Finalize notice of filing of declaration of Maryse Bernard; complete review of 5th Circuit decision in FG case; review G. Lipe draft of Initial Disclosures.
7/27/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Telephone conference with G. Lipe regarding plans for discovery and [redacted - privileged strategy discussion]
7/28/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Telephone conference with Judge Robinson's chambers regarding her trial schedule; email to G. Lipe to advise him that [redacted - privileged strategy discussion]
8/8/2006	James C. Carignan	0.10	\$27.00	0.10	\$27.00	Email from co-counsel re initial disclosure.
8/8/2006	M. Duncan Grant	2.00	\$980.00	2.00	\$980.00	Review and edit J. Powers draft of initial disclosures, and exchange further drafts with him; draft scheduling order to be proposed to Af-Cap, and discuss same with J. Powers.
8/9/2006	James C. Carignan	0.30	\$81.00	0.30	\$81.00	Receipt and review of multiple e-mails regarding initial disclosures, draft scheduling order.
8/9/2006	M. Duncan Grant	0.75	\$367.50	0.75	\$367.50	Email exchange with G. Lipe and J. Powers regarding draft of scheduling order and [redacted - privileged strategy discussion relating to jury demand; review and comment on J. Powers revisions to draft of initial disclosures.
8/14/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Review and comment on Vinson & Elkins changes to draft of scheduling order.
8/17/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Finalize draft scheduling order and send to Af-Cap's lawyers for comment.

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8/18/2006	M. Duncan Grant	0.75	\$367.50	0.75	\$367.50	Review Af-Cap's proposed revisions to our draft of scheduling order; telephone conference with K. Kaplan (Greenberg Traurig) regarding same; emails with Vinson & Elkins regarding same.
8/18/2006	James C. Carignan	0.10	\$27.00	0.10	\$27.00	Receipt and review scheduling order.
8/20/2006	M. Duncan Grant	0.50	\$245.00	0.50	\$245.00	Emails with K. Kaplan (Greenberg Traurig) regarding changes to scheduling order; forward Af-Cap's new draft to G. Lipe for comment.
8/21/2006	M. Duncan Grant	3.50	\$1,715.00	3.50	\$1,715.00	Revise scheduling order; multiple emails and phone calls with G. Lipe regarding same; discussions with Af-Cap's lawyers regarding same; multiple telephone conferences with G. Lipe to plan for tomorrow's scheduling conference with Judge Robinson; outline issues to be discussed during scheduling conference.
8/22/2006	James C. Carignan	0.20	\$54.00	0.20	\$54.00	Receipt and review of multiple e-mails and attachments re scheduling order.
8/22/2006	M. Duncan Grant	2.25	\$1,102.50	2.25	\$1,102.50	Scheduling conference with Judge Robinson; telephone conference with G. Lipe in advance to plan our strategy for conference; further discussions with G. Lipe following conference; revise draft scheduling order and transmit it to G. Lipe for comments and then to Af-Cap's lawyers.
8/23/2006	M. Duncan Grant	2.75	\$1,347.50	2.75	\$1,347.50	Conference call with G. Lipe and W. Katz regarding status and strategy for Delaware litigation; draft multiple new versions of scheduling order and discuss same with co-counsel and with Af-Cap's counsel; telephone conference with Af-Cap's counsel to negotiate final changes to scheduling order; review Fifth Circuit decision issued today in Af-Cap v. Republic of Congo.
8/24/2006	James C. Carignan	0.30	\$81.00	0.30	\$81.00	Receipt and review of multiple emails re scheduling order.
8/24/2006	M. Duncan Grant	0.50	\$245.00	0.50	\$245.00	Email exchange with G. Lipe regarding potential impact in Delaware of yesterday's 5th Circuit decision in Af-Cap case; review and comment on

Date	Attorney	Hours Billed to Client	Amount Billed to Client	Hours Sought in Fee Petition	Amount Sought in Fee Petition	Description of Services
						G. Lipe draft of email to R. Fox advising him of status in Delaware litigation.
9/6/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Review Af-Cap's petitions for panel rehearing and rehearing en banc following decision by the Fifth Circuit.
9/7/2006	James C. Carignan	0.30	\$81.00	0.30	\$81.00	Receipt and review of multiple e-mails re scheduling and disclosures.
10/25/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Review and analyze G. Lipe memo to R. Fox advising him on responses that CMS Nomeco should make to document requests served by Af-Cap.
10/27/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Review and analyze Af-Cap request for substitution of Af-Cap as plaintiff in Connecticut Bank case and its additional request for 30 days' notice of any change in CMS Nomeco's corporate structure or in movement of any of its assets; review and comment on G. Lipe's draft reply to Af-Cap.
10/30/2006	M. Duncan Grant	0.50	\$245.00	0.50	\$245.00	Phone call and multiple emails with G. Lipe to analyze and respond to Af-Cap's request that CMS Nomeco voluntarily advise Af-Cap 30 days in advance of any corporate transactions affecting the royalty obligations that Af-Cap is attempting to garnish.
10/31/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Review and analyze J. Carignan memorandum analyzing proper location for Rule 30(b)(6) deposition of defendant's corporate designee when witness resides outside of US.
10/31/2006	James C. Carignan	3.50	\$945.00	3.50	\$945.00	Research issue re location of 30(b)(6) deposition and memo to D. Grant re same.
11/1/2006	James C. Carignan	0.10	\$27.00	0.10	\$27.00	Receipt of e-mails regarding 30(b)(6) deposition location issue.
11/1/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Email exchange with G. Lipe regarding our objections to Af-Cap's attempt to depose CMS Nomeco corporate representative in Delaware rather than in London.

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11/7/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Telephone conference with G. Lipe to discuss appropriate objections to make to Af-Cap's discovery requests in Connecticut Bank case.
11/8/2006	M. Duncan Grant	1.00	\$490.00	1.00	\$490.00	Review and comment on G. Lipe draft of responses to Af-Cap's discovery requests in the Connecticut Bank case; email exchange with G. Lipe regarding strategy and regarding response to Connecticut Bank's motion to substitute Af-Cap as plaintiff.
11/12/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Review updated Vinson & Elkins draft of responses to Af-Cap's discovery requests in Connecticut Bank case.
11/13/2006	M. Duncan Grant	0.50	\$245.00	0.50	\$245.00	Review final version of responses to Af-Cap discovery requests in Connecticut Bank case.
11/13/2006	James C. Carignan	0.10	\$27.00	0.10	\$27.00	Call to G. Lipe regarding discovery.
11/15/2006	James C. Carignan	0.30	\$81.00	0.30	\$81.00	Confer with D. Grant regarding [redacted - privilege - deposition strategy issue]
11/16/2006	James C. Carignan	1.50	\$405.00	1.50	\$405.00	Begin researching [redacted - privilege - deposition strategy issue]
11/17/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Review J. Carignan's email analyzing whether [redacted - privilege - deposition strategy issue]
11/17/2006	James C. Carignan	3.30	\$891.00	3.30	\$891.00	Continue researching [redacted - privilege - deposition strategy issue] and email D. Grant regarding same
11/22/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Telephone conference with G. Lipe regarding plans and strategy for Rule 30(b)(6) deposition of Roland Fox, including timing, location, and scope of permissible subjects.
11/27/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Telephone conference with G. Lipe and R. Fox regarding details for possible effort by Af-Cap to videotape the Rule 30(b)(6) deposition of CMS Nomeco; review multiple emails relating to scope of Rule 30(b)(6) deposition.
11/29/2006	M. Duncan Grant	0.75	\$367.50	0.75	\$367.50	Telephone conference with G. Lipe and J. Powers to plan for 12/4/06 discovery conference with

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						court, including our 12/1/06 letter to the court advising the court of CMS Nomeco's position on discovery issues that are in dispute
11/29/2006	James C. Carignan	0.10	\$27.00	0.10	\$27.00	Receipt and review of e-mails regarding position paper and status report.
11/30/2006	M. Duncan Grant	1.25	\$612.50	1.00	\$490.00	Review and comment on G. Lipe draft of portions of letter to Judge Robinson outlining CMS Nomeco's position on discovery disputes in Connecticut Bank case; telephone conference with G. Lipe and K. Kaplan to plan postponement of 12/4/06 discovery conference; contact court staff to advise that parties do not need discovery conference on 12/4/06, and to confirm 1/4/07 as new date for conference; telephone conference with G. Lipe regarding results of deposition of R. Fox as Rule 30(b)(6) witness; emails with Greenberg Traurig lawyers regarding their obligation to provide us with draft of status report to court in Chancery Court lawsuit.
12/8/2006	M. Duncan Grant	0.50	\$245.00	0.50	\$245.00	Review federal court's order denying Af-Cap's motion to substitute for Connecticut Bank as plaintiff, without prejudice to Af-Cap's right to renew the motion after completion of discovery needed by CMS Nomeco; emails with G. Lipe regarding implications of same; ask J. Carignan to conduct legal research into [redacted - privilege - litigation strategy issue]
12/11/2006	M. Duncan Grant	1.25	\$612.50	1.25	\$612.50	Multiple emails with G. Lipe regarding outbound discovery requests to be served in Connecticut Bank case; review and edit same to conform with Delaware local practice; review and comment on J. Carignan's initial analysis of [redacted - privilege - litigation strategy issue]; review expert report prepared by David Kaeuper.
12/11/2006	James C. Carignan	6.90	\$1,863.00	6.90	\$1,863.00	Research [redacted - privilege - litigation strategy] issue] and memo to D. Grant re same.
12/12/2006	M. Duncan Grant	1.00	\$490.00	0.75	\$367.50	Multiple emails and phone calls with G. Lipe regarding Af-Cap's request for additional time

Date	Attorney	Hours Billed to Client	Amount Billed to Client	Hours Sought In Fee Petition	Amount Sought In Fee Petition	Description of Services
						to serve its expert report in the Connecticut Bank case; finalize our expert report written by D. Kaeuper; review and comment on G. Lipe drafts of motions to file supplemental answers in Delaware federal court and Chancery Court cases, in order to formally present issues arising from Fifth Circuit decisions.
12/12/2006	James C. Carignan	1.30	\$351.00	1.30	\$351.00	Additional research re [redacted - privilege - discovery issues related to bond to secure payment of attorneys' fees].
12/13/2006	James C. Carignan	0.60	\$162.00	0.60	\$162.00	Confer with D. Grant re [redacted - privilege - discovery issues related to bond to secure payment of attorneys' fees] and edits to memo re same.
12/13/2006	James C. Carignan	1.90	\$513.00	1.90	\$513.00	Research [redacted - privilege - discovery issues related to bond to secure payment of attorneys' fees] and email to D. Grant re same
12/14/2006	M. Duncan Grant	0.25	\$122.50	0.25	\$122.50	Conference with J. Carignan to direct further legal research into [redacted - privilege - discovery issues related to bond to secure payment of attorneys' fees]
12/18/2006	M. Duncan Grant	0.50	\$245.00	0.50	\$245.00	Finalize unopposed motion for leave to file supplemental answer to writ of garnishment in federal court action, and arrange for e-filing with court; emails with G. Lipe regarding same.
12/18/2006	James C. Carignan	1.00	\$270.00	1.00	\$270.00	Begin researching [redacted - privilege - relates to shifting of attorneys' fees].
12/19/2006	James C. Carignan	3.50	\$945.00	3.50	\$945.00	Continue researching [redacted - privilege - relates to shifting of attorneys' fees].
12/20/2006	James C. Carignan	2.80	\$756.00	2.80	\$756.00	Continue researching [redacted - privilege - relates to shifting of attorneys' fees].
12/21/2006	James C. Carignan	2.10	\$567.00	2.10	\$567.00	Memo to D. Grand re research issues.
1/9/2007	M. Duncan Grant	0.50	\$260.00	0.50	\$260.00	Multiple emails with G. Lipe and J. Powers regarding strategy for [redacted - privilege - litigation strategy] and for response to anticipated motion by AF-Cap to enjoin SNPC's taking of in-kind oil royalty in February 2007.

Date	Attorney	Hours Billed to Client	Amount Billed to Client	Hours Sought in Fee Petition	Amount Sought in Fee Petition	Description of Services
1/11/2007	M. Duncan Grant	3.75	\$1,950.00	2.75	\$1,430.00	Review and comment on G. Lipe draft of brief in opposition to plaintiffs' motion for leave to file second amended complaint in Chancery Court case; review Af-Cap motion for contempt, sequestration, and emergency injunction in federal court case, including Af-Cap's opening brief and supporting affidavit; multiple discussions with G. Lipe regarding same; direct J. Carignan's legal research on [redacted - privilege - litigation strategy]; review and comment on Greenberg Traurig draft of confidentiality order for federal court case.
1/11/2007	James C. Carignan	2.00	\$610.00	2.00	\$610.00	Review brief in support of sequestration motion and related emergency filings.
1/12/2007	M. Duncan Grant	5.25	\$2,730.00	3.00	\$1,560.00	Conference with J. Carignan to assign legal research to [redacted - privilege - relates to Af-Cap motion for emergency relief]; conference call with R. Fox, G. Lipe, A. Derman to plan strategy for [redacted - privilege - relates to Af-Cap motion for emergency relief]; separate call with G. Lipe regarding discovery and scheduling issues, including [redacted - privilege - litigation strategy]; review G. Lipe draft of answering brief in opposition to plaintiffs' motion to file second amended complaint in Chancery Court case, and revise same and finalize it for filing; review and finalize for filing three notices of depositions in federal court case.
1/12/2007	James C. Carignan	1.40	\$427.00	1.40	\$427.00	Confer with D. Grant re [redacted - privilege - relates to Af-Cap motion for emergency relief] and begin outlining issues
1/15/2007	M. Duncan Grant	0.25	\$130.00	0.25	\$130.00	Multiple emails with G. Lipe and A. Derman to plan for court appearances on 1/18/07.
1/16/2007	M. Duncan Grant	4.50	\$2,340.00	2.25	\$1,170.00	Review and comment on G. Lipe draft of preliminary brief in opposition to plaintiffs' motion for emergency relief in federal court case; draft and finalize motions for pro hac vice admission of co-counsel in both Chancery Court and federal court cases; review and comment on G. Lipe draft of submission to court relating to discovery disputes; review J.

Date	Attorney	Hours Billed to Client	Amount Billed to Client	Hours Sought In Fee Petition	Amount Sought in Fee Petition	Description of Services
						Carignan legal memorandum on [redacted - privilege - relates to Af-Cap motion for emergency relief], and forward same to G. Lipe to insert into brief; review and insert G. Lipe's proposed changes to status report due today in Chancery Court case.
1/16/2007	James C. Carignan	4.20	\$1,281.00	4.20	\$1,281.00	Research [redacted - privilege - relates to Af-Cap motion for emergency relief] and edits to brief section re same
1/17/2007	M. Duncan Grant	7.75	\$4,030.00	7.00	\$3,640.00	Finalize letter to federal court presenting CMS Nomeco's views on discovery issues to be discussed with court on 1/18/07; emails with K. Kaplan regarding efforts to include Af-Cap's position in a joint submission to court, which Af-Cap rejected; review Af-Cap's submission and discuss same with G. Lipe and J. Powers; review and significant editing of preliminary brief in opposition to Af-Cap's motion for emergency relief in federal court; telephone conference with R. Fox to discuss his proposed changes to same; multiple discussions with G. Lipe regarding same; meeting with G. Lipe, J. Powers, and A. Derman to plan for status conferences to be held in Chancery Court and federal court on 1/18/07.
1/18/2007	M. Duncan Grant	8.00	\$4,160.00	4.00	\$2,080.00	Attend status conferences in both Chancery Court and federal court cases; multiple meetings with G. Lipe, J. Powers, and A. Derman to plan for same and to develop strategy for next steps in light of directions given by Vice Chancellor Strine and Judge Robinson; telephone conference with R. Fox to report on events at each status conference; before court appearances, work on revisions to protective order that would govern disclosure of confidential information in federal court case.
1/22/2007	M. Duncan Grant	1.00	\$520.00	1.00	\$520.00	Review G. Lipe draft of order for federal court action reflecting agreed-upon threshold legal issues to be determined by court; review Af-Cap's alternative proposed order; discuss same with G. Lipe; emails with G. Lipe and J. Powers regarding timing for our responses to Af-Cap's discovery requests in federal court.

Date	Attorney	Hours Billed to Client	Amount Billed to Client	Hours Sought in Fee Petition	Amount Sought in Fee Petition	Description of Services
						case, in light of stay of discovery ordered by court on 1/19/07.
1/24/2007	M. Duncan Grant	1.00	\$520.00	0.75	\$390.00	Telephone conference with G. Lipe regarding form of stipulation to present to federal court to identify threshold legal issues to be briefed before any additional proceedings take place, including analysis of problems with Greenberg Traurig's draft; review and edit stipulation of dismissal of Chancery Court case, and send same to Greenberg Traurig for comment.
1/25/2007	M. Duncan Grant	3.00	\$1,560.00	2.25	\$1,170.00	Multiple conferences with G. Lipe regarding plans for brief to be filed in federal court case; review and comment on G. Lipe's first draft of brief; review and comment on G. Lipe draft of stipulation for federal court case relating to threshold legal issues to be briefed before other issues are addressed; multiple discussions with opposing counsel about form of stipulation of dismissal to be filed with Chancery Court.
1/26/2007	M. Duncan Grant	5.00	\$2,600.00	4.00	\$2,080.00	Draft revisions to G. Lipe draft of opening brief in support of motion for judgment on the pleadings in federal court case; review and edit G. Lipe draft of motion itself; arrange for e-filing of motion papers; numerous discussions with opposing counsel and G. Lipe about stipulation of dismissal to be filed in Chancery Court.
2/12/2007	M. Duncan Grant	0.50	\$260.00	0.50	\$260.00	Initial review of Af-Cap's answering brief in opposition to CMS Nomeco motion for judgment on the pleadings.
2/14/2007	James C. Carignan	3.30	\$1,006.50	3.30	\$1,006.50	Begin research of [redacted - privilege - relates to response to Af-Cap answering brief in opposition to CMS Nomeco motion for judgment on the pleadings]
2/15/2007	M. Duncan Grant	0.50	\$260.00	0.50	\$260.00	Review and analyze J. Carignan's memorandum analyzing the question whether [redacted - privilege]; email to G. Lipe transmitting and commenting on the memorandum.

Date	Attorney	Hours Billed to Client	Amount Billed to Client	Hours Sought in Fee Petition	Amount Sought in Fee Petition	Description of Services
2/15/2007	James C. Carignan	2.50	\$762.50	2.50	\$762.50	Continue research [redacted - privilege - relates to response to Af-Cap answering brief in opposition to CMS Nomeco motion for judgment on the pleadings] and email M.D. Grant re same
2/16/2007	M. Duncan Grant	1.00	\$520.00	1.00	\$520.00	Review and comment on G. Lipe draft of reply brief in support of motion for judgment on the pleadings.
2/20/2007	M. Duncan Grant	0.50	\$260.00	0.50	\$260.00	Review and comment on G. Lipe's most recent redraft of reply brief in support of CMS Nomeco motion for judgment on pleadings.
2/21/2007	M. Duncan Grant	1.00	\$520.00	1.00	\$520.00	Review and comment on G. Lipe's updated draft of reply brief in support of motion for judgment on the pleadings; finalize brief for filing with court.
3/5/2007	M. Duncan Grant	1.00	\$520.00	1.00	\$520.00	Review Af-Cap's motion for stay of briefing schedule on motions for judgment on pleadings; telephone conference with G. Lipe to discuss same and to plan CMS Nomeco's response; review and comment on G. Lipe draft of CMS Nomeco's response, and direct e-filing of same.
3/9/2007	M. Duncan Grant	0.75	\$390.00	0.75	\$390.00	Review Af-Cap's notice of dismissal of federal court action, and discuss response with G. Lipe; review and edit G. Lipe draft of letter to court stating CMS Nomeco's position that attempt to dismiss action is improper
3/12/2007	M. Duncan Grant	1.00	\$520.00	0.50	\$260.00	[Redacted - not seeking fee shifting]; review Af-Cap letter to court responding to our 3/9/07 letter about Af-Cap's attempt to dismiss federal court action unilaterally; assign legal research to J. Carignan; review letter that J. Carignan and J. Powers sent to court in response to Af-Cap letter
3/13/2007	M. Duncan Grant	2.50	\$1,300.00	1.00	\$520.00	Work on [redacted - not seeking fee shifting] and supporting affidavit
3/16/2007	M. Duncan Grant	1.00	\$520.00	0.75	\$390.00	Further work on fee petition and supporting declaration
3/19/2007	M. Duncan Grant	0.75	\$390.00	0.75	\$390.00	Finalize draft of my declaration and of spread sheet showing time charges, to be used in support of CMS Nomeco fee petition, and transmit same

Date	Attorney	Hours Billed to Client	Amount Billed to Client	Hours Sought in Fee Petition	Amount Sought in Fee Petition	Description of Services to G. Lipe for his comments
		179.35	\$73,941.25	164.35	\$66,156.25	
	TOTALS					

EXHIBIT B

Costs Incurred by Pepper Hamilton LLP on behalf of CMS Nomeco		
Description		Amount
Filing fees		\$250.00
Lexis / Nexis charges for access to docket		\$522.00
WestLaw research charges for J. Carignan searches	\$4,475.14	
Reimbursement sought for 75% of J. Carignan WestLaw charges		\$3,356.36
Pro hac vice admission fees		\$75.00
Reporting services (hearing transcripts)		\$224.22
TOTAL COSTS FOR WHICH REIMBURSEMENT IS SOUGHT		\$4,427.58